

A2Z INFRA ENGINEERING LIMITED

CIN No.: L74999HR2002PLC034805



REF. No.:- A2ZINFRA/SE/2023-24/004

BY E-FILING

April 14, 2023

**To,
BSE Limited
Phiroze Jeejeebhoy Towers
Rotunda Building, Dalal Street,
Mumbai-400 001**

**To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor
Plot No. C/1 G Block, Bandra Kurla Complex,
Bandra (E), Mumbai-400051**

Fax-022-22722039

Fax- 022-26598237/38

BSE Code- 533292

NSE Code- A2ZINFRA

Dear Sir,

Sub: -Corporate Governance Report for the Quarter (Q4) and year ended March 31, 2023

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are enclosing herewith the Corporate Governance Report for the Quarter (Q4) and year ended March 31, 2023.

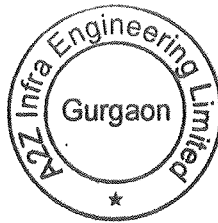
Kindly, take the above information on your records.

Thanking you,

Yours Truly

For A2Z INFRA ENGINEERING LTD.

**Atul
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**Atul Kumar Agarwal
Company Secretary
FCS-6453**

**Add: - Plot No. B-38, Institutional Area,
Sector-32, Gurugram-122001, Haryana**

Quarterly Compliance Report on Corporate Governance

Name of the Company: - A2Z INFRA ENGINEERING LTD.

Quarter ending as on:- March 31, 2023 (Q4)

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee)	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Surender Kumar Tuteja	DIN : 00594076 PAN : AAGPT7092R	Chairman - Independent Director	27/09/2014	28/09/2019	NA	102.03	15/06/1945	2	2	8	3

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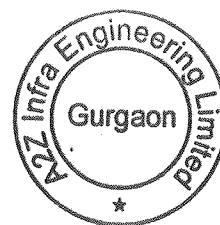


Mr.	Amit Mittal	DIN: 00058944 PAN: ACWPK6478J	Executive-Non Independent Director (Managing Director and Chief Executive Officer)	01/01/2005	01/01/2021	NA	NA	07/01/1968	1	0	1	0
Ms.	Dipali Mittal	DIN: 00872628 PAN: AGCPM3667K	Non Executive - Non Independent Director	01/04/2005	14/08/2017	NA	NA	05/03/1973	1	0	1	1
Ms.	Atima Khanna	DIN: 07145114 PAN: BDKPK3081R	Non-Executive - Independent Director	23/05/2019	23/05/2019	NA	46.08	06/01/1983	2	2	7	2
Mr.	Arun Gaur	DIN: 08328873 PAN: AETPG6808F	Non-Executive Non-Independent Director	16/11/2021	19/09/2022	NA	NA	10/02/1973	1	0	2	0
Mr.	Manoj Tiwari	DIN: 03597274 PAN: AAXPT9037F	Non-Executive Non-Independent Director	20/07/2022	19/09/2022	NA	NA	20/06/1965	1	0	1	0
Whether Regular chairperson appointed - Yes												
Whether Chairperson is related to Managing Director or CEO - No												

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Registered Office: O-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase-1, Gurugram-122 002, Haryana (INDIA)

Corporate Office: Ground Floor, Plot No. 58, Sector - 44, Gurugram - 122003, Haryana (INDIA)

Tel.: +91-124-472-3383, Website : www.a2zgroup.co.in, Email : info@a2zemail.com

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. Atima Khanna	Non-Executive-Independent Director, Chairperson	23/05/2019	
		Mr. Surender Kumar Tuteja	Non-Executive-Independent Director, Member	09/12/2008	
		Mr. Arun Gaur	Non Executive-Non Independent Director, Member	16/11/2021	
2. Nomination & Remuneration Committee	Yes	Ms. Atima Khanna	Non-Executive-Independent Director, Chairperson	30/07/2020	
		Ms. Dipali Mittal	Non Executive-Non Independent Director, Member	21/09/2017	
		Mr. Surender Kumar Tuteja	Non-Executive-Independent Director, Member	06/05/2014	
3. Stakeholders Relationship Committee	Yes	Ms. Dipali Mittal	Non-Executive-Non Independent Director, Chairperson	13/08/2012	
		Ms. Atima Khanna	Non-Executive-Independent Director, Member	10/11/2020	
		Mr. Arun Gaur	Non Executive-Non Independent Director, Member	16/11/2021	

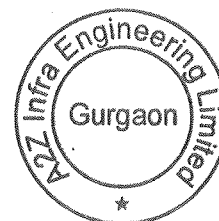
*Risk Management Committee is not applicable to the Company.

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present (Including Independent Director)	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
November 12, 2022	February 14, 2023	Yes	6	2	93 days (in between November 12, 2022 to February.14, 2023 i.e. two consecutive Meetings)

*to be filled in only for the current quarter meetings

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IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present (Including Independent Director)	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee	February 14, 2023	Yes	3	2	November 12, 2022	93 days (in between November 12, 2022 to February 14, 2023 i.e. two consecutive Meetings)
2. Stakeholders Relationship Committee	February 14, 2023	Yes	3	1	November 12, 2022	93 days (in between November 12, 2022 to February 14, 2023 i.e. two consecutive Meetings)
3. Nomination and Remuneration Committee	February 14, 2023	Yes	3	2	-	188 days (in between August 09, 2022 to February 14, 2023 i.e. two consecutive Meetings)

V. Related Party Transactions

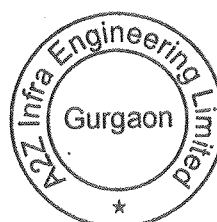
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note :-

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here - **No Comments**

FOR A2Z INFRA ENGINEERING LIMITED**Atul**

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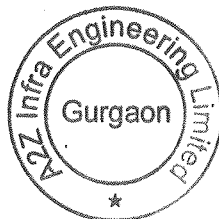
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Atul K. Agarwal**Company Secretary cum Compliance Officer****FCS-6453****Add:-** Plot No. B-38, Institutional Area,
Sector-32, Gurugram-122001, Haryana

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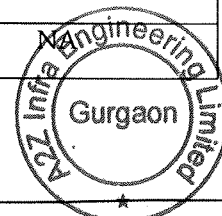
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**I Disclosure on website in terms of Listing regulation**

Item	Compliance (Yes/No/NA)	status
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
New name and the old name of the listed entity	Yes	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution policy as per Regulation 43A (as applicable)		

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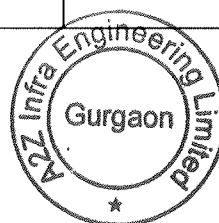
Corporate Office: Ground Floor, Plot No. 58, Sector – 44, Gurugram – 122003, Haryana (INDIA)

Tel.: +91-124-472-3383, Website : www.a2zgroup.co.in, Email : info@a2zemail.com

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes

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Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note :-

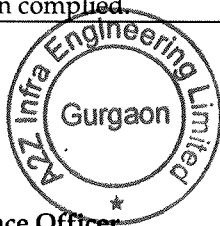
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If Listed entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

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Atul K. Agarwal
Company Secretary Cum Compliance Officer
FCS-6453

Registered Office: O-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase-1, Gurugram-122 002, Haryana (INDIA)

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Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending- 31st March, 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter group or any other entity controlled by them	Nil	Nil
Directors(including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

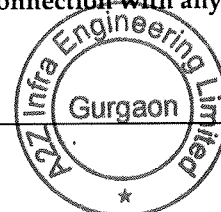
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter group or any other entity controlled by them	NA	NIL	NIL
Directors(including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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CIN No.: L74999HR2002PLC034805



Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter group or any other entity controlled by them	NA	NIL	NIL
Directors(including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

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Amit Mittal
Managing Director cum CEO
DIN- 00058944

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..